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Proposed Counsel for Debtors and
Debtors in Possession

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re:	:	Chapter 11
	:	
AIDART DISTRIBUTORS CORP.,	:	Case No. 10-
	:	
Debtor.	:	
	:	
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	:	
In re:	:	Chapter 11
	:	
AIDART PICTURES, INC.,	:	Case No. 10-
	:	
Debtor.	:	
	:	
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In re:	:	Chapter 11
DAYS PICTURE CORPORATION,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
ORION TV PRODUCTIONS, INC.,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
PATHE FILMS INC.,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
PATHE RELEASING CORP.,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
PURPLE PHOTOPLAYS, INC.,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
MGM HOLDINGS INC.,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
METRO-GOLDWYN-MAYER STUDIOS INC.,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
MGM HOLDINGS II INC.,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
METRO-GOLDWYN-MAYER INC.,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
ORION PICTURES CORPORATION,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
ALBINO ALLIGATOR PRODUCTIONS,	:	Case No. 10-
INC.,	:	
Debtor.	:	
-----	X	
In re:	:	Chapter 11
ALPHA LIBRARY COMPANY, INC.,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
ALTAR PRODUCTIONS, INC.,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
AMERICAN INTERNATIONAL	:	Case No. 10-
PICTURES, INC.,	:	
Debtor.	:	
-----	X	
In re:	:	Chapter 11
AMERIGLAD HOLDINGS LLC,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
BACKLOT PRODUCTIONS INC.,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
BAND FILMS, INC.,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
BEGINNING TO ROAR INC.,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
BETA LIBRARY COMPANY, INC.,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
BEVERLY HILLS NINJA PRODUCTIONS, INC.,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
BRIGHTON PRODUCTIONS, INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
CANDANTINO MUSIC, INC.,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
CANZIONE MUSIC, INC.,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
CARCASSONNE PRODUCTIONS INC.,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
CHARLES BAND FILMS, INC.,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
COSMIC TITLE CORP.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
DAYTON FILM PRODUCTIONS, INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
DELTA LIBRARY COMPANY, INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
DELTA LIBRARY HOLDINGS, INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
DOMESTIC LIBRARY ACQUISITION, LLC,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
DONNA MUSIC PUBLICATIONS,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
EL PASO FILMS LLC,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
EMPIRE ENTERTAINMENT, INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
EPIC PICTURES ENTERPRISES, INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
EPSILON LIBRARY COMPANY, INC.,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
F.P. PRODUCTIONS,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
FAMOUS ARTISTS AGENCY, INC.,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
FAMOUS ARTISTS PRODUCTIONS, INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
FIRST WALNUT INC.,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
FLIPPER PRODUCTIONS, INC.,	:	Case No. 10-
Debtor.	:	
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----- X
In re: : Chapter 11
FOREIGN LIBRARY ACQUISITION, LLC, : Case No. 10-
Debtor. :
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In re: : Chapter 11
G-2 ENTERTAINMENT COMPANY, : Case No. 10-
Debtor. :
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In re: : Chapter 11
G26 COMPANY, : Case No. 10-
Debtor. :
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In re: : Chapter 11
GAMMA LIBRARY COMPANY, INC., : Case No. 10-
Debtor. :
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In re: : Chapter 11
GHOULIES PRODUCTIONS, INC., : Case No. 10-
Debtor. :
----- X

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In re:	:	Chapter 11
GRAND TALK INC.,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
HERITAGE ENTERTAINMENT, INC.,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
IVAN TORS MUSIC, INC.,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
JH PRODUCTIONS INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
LAMBDA LIBRARY COMPANY, INC.,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
LEXYN PRODUCTIONS, INC.,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
LION INDEPENDENT TELEVISION INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
LOPERT PICTURES CORPORATION,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
MAPLE STREET ENTERTAINMENT INC.,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
MASSACHUSETTS PRODUCTIONS LLC,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
MCEG STERLING COMPUTER SERVICES,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
MCEG STERLING DEVELOPMENT,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
MCEG STERLING ENTERTAINMENT,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
MCEG STERLING PRODUCTIONS,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
MEDIA RESOURCES CREDIT CORPORATION,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
METRO PICTURES CORPORATION OF AMERICA,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
METRO-GOLDWYN-MAYER ANIMATION INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
METRO-GOLDWYN-MAYER DISTRIBUTION CO.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
METRO-GOLDWYN-MAYER HOME ENTERTAINMENT LLC,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
METRO-GOLDWYN-MAYER INDIA, LTD.,	:	Case No. 10-
Debtor.	:	
-----	X	

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In re:	:	Chapter 11
METRO-GOLDWYN-MAYER	:	
INTERACTIVE PRODUCTIONS INC.,	:	Case No. 10-
	:	
Debtor.	:	
-----	X	
In re:	:	Chapter 11
METRO-GOLDWYN-MAYER LION	:	
CORP.,	:	Case No. 10-
	:	
Debtor.	:	
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In re:	:	Chapter 11
METRO-GOLDWYN-MAYER MOTION	:	
PICTURE CO.,	:	Case No. 10-
	:	
Debtor.	:	
-----	X	
In re:	:	Chapter 11
METRO-GOLDWYN-MAYER MUSIC	:	
INC.,	:	Case No. 10-
	:	
Debtor.	:	
-----	X	
In re:	:	Chapter 11
METRO-GOLDWYN-MAYER OF CHINA,	:	
INC.,	:	Case No. 10-
	:	
Debtor.	:	
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In re:	:	Chapter 11
METRO-GOLDWYN-MAYER ONLINE	:	Case No. 10-
INC.,	:	
Debtor.	:	
-----	X	
In re:	:	Chapter 11
METRO-GOLDWYN-MAYER OVERSEAS	:	Case No. 10-
INC.,	:	
Debtor.	:	
-----	X	
In re:	:	Chapter 11
METRO-GOLDWYN-MAYER PICTURES	:	Case No. 10-
INC.,	:	
Debtor.	:	
-----	X	
In re:	:	Chapter 11
MGM AND UA SERVICES COMPANY,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
MGM DEVELOPMENT, INC.,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
MGM DIGITAL DEVELOPMENT INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
MGM DIRECT INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
MGM DOMESTIC DIGITAL MEDIA INC.,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
MGM DOMESTIC NETWORKS LLC,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
MGM DOMESTIC TELEVISION DISTRIBUTION LLC,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
MGM DOMESTIC TV NETWORKS LLC,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
MGM FRANCHISE FILM CO. LLC,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
MGM GLOBAL HOLDINGS INC.,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
MGM HD PRODUCTIONS LLC,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
MGM HOME ENTERTAINMENT DISTRIBUTION CORP.,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
MGM INTERACTIVE INC.,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
MGM INTERNATIONAL DIGITAL	:	Case No. 10-
MEDIA INC.,	:	
Debtor.	:	
-----	X	
In re:	:	Chapter 11
MGM INTERNATIONAL TELEVISION	:	Case No. 10-
DISTRIBUTION INC.,	:	
Debtor.	:	
-----	X	
In re:	:	Chapter 11
MGM LAPTVC LLC,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
MGM LION PRINTS LLC,	:	Case No. 10-
Debtor.	:	
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In re: : Chapter 11
MGM ME INC., : Case No. 10-
Debtor. :
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In re: : Chapter 11
MGM MIDDLE EAST CO., : Case No. 10-
Debtor. :
----- X

In re: : Chapter 11
MGM NETWORKS INC., : Case No. 10-
Debtor. :
----- X

In re: : Chapter 11
MGM NETWORKS U.S. INC., : Case No. 10-
Debtor. :
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In re: : Chapter 11
MGM NMOC LLC, : Case No. 10-
Debtor. :
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In re:	:	Chapter 11
MGM NORTH AMERICA HOLDINGS	:	Case No. 10-
INC.,	:	
Debtor.	:	
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In re:	:	Chapter 11
MGM ON DEMAND INC.,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
MGM SUPER PRODUCTIONS INC.,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
MGM TELEVISION AUSTRALIA INC.,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
MGM TELEVISION ENTERTAINMENT	:	Case No. 10-
INC.,	:	
Debtor.	:	
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In re:	:	Chapter 11
MGM/UA, INC.,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
MIDNIGHT BLUE PRODUCTIONS, INC.,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
MUSICWAYS, INC.,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
NSNA CO.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
OMEGA LIBRARY COMPANY, INC.,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
OPC MUSIC PUBLISHING, INC.,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
ORION FILM CLASSICS COMPANY,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
ORION HOME ENTERTAINMENT CORPORATION,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
ORION MUSIC PUBLISHING, INC.,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
ORION PICTURES DISTRIBUTION CORPORATION,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
ORION PICTURES LIBRARY	:	
ACQUISITION CO., INC.,	:	Case No. 10-
	:	
Debtor.	:	
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In re:	:	Chapter 11
ORION PRODUCTIONS COMPANY,	:	
	:	Case No. 10-
	:	
Debtor.	:	
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In re:	:	Chapter 11
P & F ACQUISITION CORP.,	:	
	:	Case No. 10-
	:	
Debtor.	:	
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In re:	:	Chapter 11
PANTHER & PALS LLC,	:	
	:	Case No. 10-
	:	
Debtor.	:	
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In re:	:	Chapter 11
PARTNERSHIP PICTURE CORP.,	:	
	:	Case No. 10-
	:	
Debtor.	:	
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In re:	:	Chapter 11
PATHE ENTERTAINMENT	:	
MOVIESONGS, INC.,	:	Case No. 10-
	:	
Debtor.	:	
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In re:	:	Chapter 11
PATHE ENTERTAINMENT MUSIC, INC.,	:	
	:	Case No. 10-
	:	
Debtor.	:	
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In re:	:	Chapter 11
PATHE TS, INC.,	:	
	:	Case No. 10-
	:	
Debtor.	:	
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In re:	:	Chapter 11
PFE LIBRARY ACQUISITION	:	
COMPANY, INC.,	:	Case No. 10-
	:	
Debtor.	:	
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In re:	:	Chapter 11
RED CORNER PRODUCTION INC.,	:	
	:	Case No. 10-
	:	
Debtor.	:	
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In re:	:	Chapter 11
SARAFILMS PRODUCTIONS INC.,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
SHE SPIES INC.,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
SIGMA LIBRARY COMPANY, INC.,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
SINGLES PRODUCTIONS, INC.,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
TANGLED WEB PRODUCTIONS, INC.,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
TARYN PRODUCTIONS, INC.,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
THE AZIMUTH COMPANY, INC.,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
THE MIRISCH CORPORATION OF DELAWARE,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
THE WAR AT HOME PRODUCTIONS, INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
THIS NETWORK LLC,	:	Case No. 10-
Debtor.	:	
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----- X
In re: : Chapter 11
THREE P HOLDINGS LLC, : Case No. 10-
Debtor. :
----- X

In re: : Chapter 11
THREE PICTURES CORPORATION, : Case No. 10-
Debtor. :
----- X

In re: : Chapter 11
TIME PRODUCTION INC., : Case No. 10-
Debtor. :
----- X

In re: : Chapter 11
TURBO PRODUCTIONS INC., : Case No. 10-
Debtor. :
----- X

In re: : Chapter 11
U.A. OF BRAZIL, INC., : Case No. 10-
Debtor. :
----- X

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In re:	:	Chapter 11
U/A MUSIC INC.,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
UNITED ARTISTS CHINA, INC.,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
UNITED ARTISTS CORPORATION,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
UNITED ARTISTS CORPORATION OF EGYPT,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
UNITED ARTISTS CORPORATION OF PUERTO RICO,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
UNITED ARTISTS EUROPA, INC.,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
UNITED ARTISTS FILMS (MR.	:	Case No. 10-
ACCIDENT) INC.,	:	
Debtor.	:	
-----	X	
In re:	:	Chapter 11
UNITED ARTISTS FILMS COMPANY,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
UNITED ARTISTS FILMS INC.,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
UNITED ARTISTS MUSIC (BELGIUM),	:	Case No. 10-
INC.,	:	
Debtor.	:	
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In re:	:	Chapter 11
UNITED ARTISTS MUSIC INC.,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
UNITED ARTISTS OVERSEAS, INC.,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
UNITED ARTISTS PICTURES INC.,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
UNITED ARTISTS PRODUCTIONS INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
UNITED ARTISTS RECORDS INC.,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
UNITED ARTISTS TELEVISION CORP.,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
UNITED LION MUSIC, INC.,	:	Case No. 10-
Debtor.	:	
-----	X	
In re:	:	Chapter 11
VENTURA/GLORIA FILMS INC.,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
VIRGIN VISION, INC.,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
WARGAMES II PRODUCTIONS INC.,	:	Case No. 10-
Debtor.	:	
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In re:	:	Chapter 11
	:	
WEBSPINNER INC.,	:	Case No. 10-
	:	
Debtor.	:	
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In re:	:	Chapter 11
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WIZARD VIDEO, INC.,	:	Case No. 10-
	:	
Debtor.	:	
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In re:	:	Chapter 11
	:	
ZETA LIBRARY COMPANY, INC.,	:	Case No. 10-
	:	
Debtor.	:	
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DEBTORS' MOTION FOR ORDER (A) DIRECTING JOINT ADMINISTRATION OF THE CHAPTER 11 CASES UNDER FED. R. BANKR. P. 1015(b) AND (B) WAIVING REQUIREMENTS OF 11 U.S.C. § 342(c)(1) AND FED. R. BANKR. P. 1005 AND 2002(n)

Metro-Goldwyn-Mayer Studios Inc. and certain of its affiliates, the debtors and debtors in possession in the above-captioned cases(collectively, the "Debtors") hereby move (the "Motion") the Court for entry of an order, pursuant to section 342(c)(1) of title 11 of the United States Code (the "Bankruptcy Code"), and Rules 1005, 1015(b), and 2002(n) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), (i) directing the joint administration of the Debtors' separate chapter 11 cases for procedural purposes only and (ii) waiving the requirement that the captions in these chapter 11 cases contain certain identifying information with respect to each Debtor. In support of the Motion, the Debtors rely upon and incorporate by

reference the Declaration of Stephen F. Cooper, a member of the Office of the Chief Executive Officer of MGM Holdings Inc., and the Declaration of Steve Hendry, Senior Executive Vice President, Finance of MGM Holdings Inc. (together, the "First-Day Declaration"), filed with the Court concurrently herewith. In further support of the Motion, the Debtors, by and through their undersigned counsel, respectfully represent as follows:

JURISDICTION

1. This Court has jurisdiction to consider this Motion pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding under 28 U.S.C. § 157(b). Venue of these cases and this Motion in this District is proper under 28 U.S.C. §§ 1408 and 1409.

2. The statutory predicates for the relief requested herein are section 342(c)(1) of the Bankruptcy Code and Bankruptcy Rules 1005, 1015, and 2002(n).

BACKGROUND

3. The Debtors are engaged primarily in the development, production, and worldwide distribution of feature films, television programming, interactive media, music, and licensed merchandise. The Debtors' film and television library (the "MGM Library") contains approximately 4,100 theatrically released feature film titles and approximately 10,800 television episodes, and is one of the largest collections of post-1948 feature films in the world. Films in the MGM Library have won over 200 Academy Awards, including fifteen Best Picture Awards. The MGM Library also contains rights to many iconic film and television franchises, including twenty-four titles in the *James Bond* film franchise, six titles in the *Rocky* film franchise, and with respect to the *Stargate* franchise, one film, two direct-to-video titles and several television series, including *Stargate SG-1*, the longest running science fiction series in U.S. television history.

4. On the date hereof (the "Petition Date"), the Debtors filed voluntary petitions in this Court for relief under chapter 11 of the Bankruptcy Code. The factual background regarding the Debtors, including their business operations, their capital and debt structure, and the events leading to the filing of these chapter 11 cases, is set forth in detail in the First-Day Declaration.

5. The Debtors continue to operate their businesses and manage their properties as debtors in possession under sections 1107 and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these chapter 11 cases. As of the date hereof, no creditors' committee has been appointed.

6. On the Petition Date, the Debtors filed with the Court, among other things, (i) a joint prepackaged plan of reorganization (the "Plan") and (ii) a disclosure statement related thereto. The Plan provides for the payment in full of all allowed general unsecured claims against the Debtors.

RELIEF REQUESTED

7. By this Motion, the Debtors seek entry of an order, under section 302 of the Bankruptcy Code and Bankruptcy Rule 1015(b), consolidating the Debtors' chapter 11 cases for procedural purposes only and waiving the requirement of section 342(c)(1) of the Bankruptcy Code and Bankruptcy Rules 1005 and 2002(n) that the case caption and other notices mailed in these cases contain the tax identification number and address for each Debtor. Further, as an alternative to including each Debtor's address and tax identification number in the caption, the Debtors propose to annex a list of all the Debtors in these chapter 11 cases, together with the last four digits of each of the Debtor's tax identification numbers, to each pleading filed and each notice mailed by the Debtors in these cases.

8. The Debtors request that the relief granted with respect to this Motion

apply to any additional debtor in these chapter 11 cases (each, an "Additional Debtor") without further order of the Court. The Debtors propose that a debtor be deemed an Additional Debtor upon the filing of a motion to have such debtor's chapter 11 case jointly administered with the chapter 11 cases of the Debtors.

BASIS FOR RELIEF

9. Bankruptcy Rule 1015(b) provides that "[i]f . . . two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates." Fed. R. Bankr. P. 1015(b). All of the Debtors are "affiliates" of each other as that term is defined in section 101(2) of the Bankruptcy Code and as used in Bankruptcy Rule 1015(b). Specifically, MGM Holdings Inc., a debtor and debtor in possession herein, is the direct or indirect parent of each of the other Debtors. Thus, joint administration of the Debtors' cases is appropriate under Bankruptcy Rule 1015(b).

10. Moreover, the joint administration of the Debtors' chapter 11 cases will permit the Clerk of the Court to use a single general docket for each of the Debtors' cases and to combine notices to creditors and other parties in interest of the Debtors' respective estates. Indeed, the Debtors anticipate that numerous notices, applications, motions, other pleadings, hearings, and orders in these cases will affect several of the Debtors.

11. Joint administration will also save time and money and avoid duplicative and potentially confusing filings by permitting counsel for the Debtors and for parties in interest to (a) use a single caption on the numerous documents that will be served and filed herein and (b) file the papers in one case rather than in multiple cases. Finally, joint administration will protect parties in interest by ensuring that parties in each of the Debtors' respective chapter 11 cases will be apprised of the various matters before the Court in these cases.

12. The rights of the respective creditors of each of the Debtors will not be adversely affected by joint administration of these cases inasmuch as the relief sought herein is purely procedural and is in no way intended to affect substantive rights. Each creditor and other party in interest will maintain whatever rights it has against the particular estate against which it allegedly has a claim or right.

13. In furtherance of the foregoing, the Debtors request that the official caption of the chapter 11 cases to be used by all parties in all pleadings in the jointly administered cases be as follows:

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	X	
	:	
In re:	:	Chapter 11
	:	
METRO-GOLDWYN-MAYER STUDIOS	:	Case No. 10-15774 (SMB)
INC., <u>et al.</u> ,	:	
	:	(Jointly Administered)
Debtors.	:	
	:	
-----	X	

14. The Debtors submit that use of this simplified caption, without reference to the respective states of incorporation and tax identification numbers for each individual Debtor, will eliminate cumbersome and confusing procedures and ensure a uniformity of pleading identification. The Debtors also propose to consolidate these chapter 11 cases under the chapter 11 case of "Metro-Goldwyn-Mayer Studios Inc." because of its recognizable name to the Debtors' creditor bodies at large and other parties in interest.

15. In addition, the Debtors request that the Court make separate docket entries on the docket of each of the Debtors' chapter 11 cases (except that of Metro-Goldwyn-Mayer Studios Inc.), substantially similar to the following:

"An order has been entered in this case consolidating this case with the case of Metro-Goldwyn-Mayer Studios Inc. (Case No. 10-15774 (SMB)) for procedural purposes only and providing for its joint administration in accordance with the terms thereof. The docket in Case No. 10-15774 (SMB) should be consulted for all matters affecting the above listed case."

16. It would be far more practical and expedient for the administration of these chapter 11 cases if the Court were to authorize their joint administration. The Debtors envision that many of the motions, hearings, and other matters involved in these chapter 11 cases will affect all of the Debtors. Consequently, joint administration will reduce costs and facilitate a more efficient administrative process, unencumbered by the procedural problems otherwise attendant to the administration of separate, albeit related, chapter 11 cases.

17. Joint administration will also allow the Court and the Debtors to employ a single docket for all of the cases and to confine, and thereby simplify, notice to creditors and other parties in interest in these bankruptcy cases. Joint administration will also enable parties in interest in each of the chapter 11 cases to stay apprised of all matters before the Court. Finally, joint administration will ease the burden on the United States Trustee (the "U.S. Trustee") in supervising these bankruptcy cases.

18. Moreover, waiver of the requirements imposed by section 342(c)(1) of the Bankruptcy Code and Bankruptcy Rules 1005 and 2002(n) that the Debtors' caption and other notices mailed in these cases include the Debtors' tax identification numbers and other information relating to the Debtors is appropriate in these cases. Including of the Debtors' tax identification numbers and addresses on each caption would be unduly cumbersome, and may be confusing to parties in interest. More importantly, waiver of the tax identification number and address requirement is purely procedural in nature and will not affect the rights of parties in interest, especially given that the Debtors propose to attach to each pleading they file and each

notice they mail in these cases an annex identifying the names of the Debtors and the last four digits of each of the Debtor's respective taxpayer identification numbers.

19. For these reasons, the Debtors submit that the relief requested herein is in the best interest of the Debtors, their estates, creditors, and other parties in interest and, therefore, should be granted.

NOTICE

20. Notice of this Motion has been given to (a) the U.S. Trustee for the Southern District of New York; (b) counsel to the administrative agent under the Debtors' prepetition credit agreement; and (c) the parties listed in the consolidated list of fifty (50) largest unsecured creditors filed by the Debtors in these bankruptcy cases. The Debtors submit that no other or further notice need be provided.

CONCLUSION

WHEREFORE, the Debtors respectfully request this Court enter an order, substantially in the form annexed hereto as Exhibit A, granting the relief requested in the Motion and such other and further relief as may be just and proper.

Dated: New York, New York
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